

*Liquidate Res
Special Resolution
"in specie"*

Number of Company: 04006729

INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

***Resolutions
Pursuant to the Companies Act
of
XL Financial Products Limited
('the Company')***

**Passed
9 September 2009**

At a General Meeting of the above-named Company, duly convened, and held at XL House, 70 Gracechurch Street, London EC3V 0XL on 9 September 2009 at 11:45am, the subjoined resolutions were duly passed, viz:-

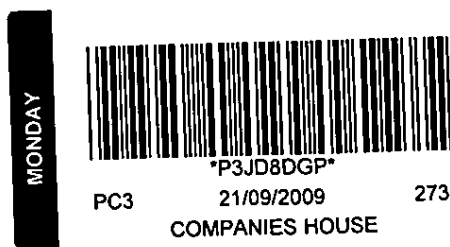
SPECIAL RESOLUTION

- 1 "That the Company be wound-up voluntarily".
- 2 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to distribute to the sole member in specie the whole or any part of the assets of the Company"

ORDINARY RESOLUTIONS

- 3 "That Nigel Heath Sinclair and Guy Robert Thomas Hollander of Mazars LLP, Tower Bridge House, St Katharine's Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up".
- 4 "That the Joint Liquidators be authorised to act jointly and severally".
- 5 "That the Joint Liquidators' remuneration be agreed on a time cost basis (to include any pre-appointment advice), limited to an agreed fee not exceeding £3,250 plus disbursements and VAT and that the Joint Liquidators be authorised to draw this as and when funds permit".

Colin Wiltsher
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Colin Wiltsher - Chairman



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